

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

Ref. Docket No. 929

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 305(a), 349, 363, 554, AND 1112(b)
AND FED. R. BANKR. P. 1017(a) AND 6007: (A) DISMISSING THE
CHAPTER 11 CASES AND (B) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (the “**Debtors**”) for entry of an order, pursuant to sections 105(a), 305(a), 349, 363, 554, and 1112(b) of the Bankruptcy Code and Bankruptcy Rules 1017(a) and 6007: (a) dismissing the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), and (b) granting related relief, including, without limitation, (i) authorizing, but not directing, the Debtors to abandon any remaining Excluded Assets other than Excluded Cash, (ii) approving procedures for filing and approving final fee applications and providing for payment of approved fees, and (iii) authorizing, but not directing, the dissolution and winddown of the Debtors, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012, and this Court having found that this

¹ The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in the Chapter 11 Cases, for which joint administration has been requested, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the proposed claims and noticing agent at www.donlinrecano.com/yfhc. The mailing address for the debtor entities for purposes of the Chapter 11 Cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and in accordance with the Bankruptcy Rules and Local Rules and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "**Hearing**"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. As soon as practicable after entry of this Order, the Debtors shall transfer all remaining cash to the Buyer, other than the Professional Fee Carve Out and the Winddown Reserve.
3. A final omnibus fee hearing will be held on August 3, 2021 at 10:30 a.m. (prevailing Eastern Time) (the "**Final Fee Hearing**"). Not later than twenty-eight (28) days prior to the Final Fee Hearing, all Professionals retained in the Chapter 11 Cases shall file final requests for allowance and payment of all fees and expenses incurred during the Chapter 11 Cases (the "**Final Fee Applications**") in accordance with the Bankruptcy Code, the Bankruptcy Rules, the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware*, and the *Administrative Order Establishing Procedures for Monthly, Interim,*

and Final Compensation and Reimbursement of Expenses of Professionals Retained in The Chapter 11 Cases [Docket No. 202] so as to be heard at the Final Fee Hearing. Any objections to the Final Fee Applications shall be filed and served on counsel for the Debtors, counsel to the prepetition and postpetition lenders and administrative and collateral agent, counsel to the Committee, the U.S. Trustee, and the Professional whose fees are being objected to by 4:00 p.m. (prevailing Eastern Time) on July 13, 2021.

4. As soon as is practicable after the Final Fee Hearing, and after the Debtors have completed any tasks necessary to conclude the Chapter 11 Cases, including reaching agreement as to the quarterly fees of the U.S. Trustee the Debtors shall file a certification of counsel (a “**Certification**”), substantially in the form attached hereto as **Exhibit 1**, that, among other things, certifies that (i) the Debtors have paid all quarterly fees of the U.S. Trustee in full, (ii) each of the Professionals have been paid the allowed amounts under the Final Fee Applications for their respective allowed fees and expenses to the extent of available funds in the Professional Fee Carve Out and Winddown Reserve, and (iii) the Debtors shall have transferred all remaining Cash to the Buyer, net of any outstanding checks, wires, or other debits.

5. The Certification and this Order may be served on the general service list established in the Chapter 11 Cases in accordance with Bankruptcy Rule 2002, including, without limitation, the U.S. Trustee; *provided, however*, that the Debtors need not serve the Certification and this Order upon the entire matrix of creditors or all parties-in-interest in the Chapter 11 Cases, as such parties received reasonable notice of the proposed dismissal through notice of the hearing on the Motion.

6. Notwithstanding section 349 of the Bankruptcy Code, all agreements, stipulations, settlements, rulings, orders, and judgments approved by or entered by this Court in the Chapter 11

Cases on or before the filing of the Certification and the dismissal of the Chapter 11 Cases, including, but not limited to, the Sale Order, shall remain in full force and effect, including, without limitation, any releases, injunctions and successor liability provisions provided for in the Sale Order, and shall survive the dismissal of the Chapter 11 Cases.

7. Pursuant to sections 105(a) and 554 of the Bankruptcy Code and Bankruptcy Rule 6007, the Debtors are authorized, but not directed, to abandon any remaining Excluded Assets but, for the avoidance of doubt, shall not abandon any Acquired Assets which shall be turned over to the Buyer no later than dismissal of the Chapter 11 Cases.

8. Prior to the filing of the Certification, the Debtors are authorized and directed (i) one week prior to filing the Certification (as defined below) to provide the Buyer with a reconciliation of all funds expended to date under the Approved DIP Budget, including any amounts estimated to be paid through the date of dismissal (the “**Reconciliation**”) and (ii) to remit all remaining funds to the Buyer, including all Cash and Excluded Cash including any remaining amounts in the Professional Fee Carve Out or Winddown Reserve, net of any outstanding checks, wires or other pending debits.

9. Effective immediately upon the filing of the Certification and the dismissal of the Chapter 11 Cases, without the need for further action on the part of this Court, and without the need for further corporate action or action of the boards of directors, managers, stockholders, or members, as applicable, of the Debtors, (i) Pamela Corrie shall be deemed to have resigned as Independent Manager (or such similar title as is applicable) of each of the Debtors and Brian Gleason shall be deemed to have resigned as Chief Restructuring Officer of each of the Debtors and (ii) the Debtors, to the extent not previously dissolved, shall be authorized, but not directed, to dissolve pursuant to applicable state law.

10. Each officer, director, manager, member, or other authorized representative, as applicable, of each such Debtor is authorized to do and perform all such acts and things, to execute, deliver and file (or cause the filing of) such documents and certificates, including, without limitation, a certificate of dissolution, a certificate of cancellation, and/or a certificate of termination, as applicable, and to take such other steps as may be necessary, convenient, or desirable to carry out the dissolution of each such Debtor.

11. Effective immediately upon the filing of the Certification and the dismissal of the Chapter 11 Cases, the Debtors' retention of the Professionals employed by the estates shall be terminated without the need for further action on the part of this Court, the Debtors, or any such Professional.

12. Effective immediately upon the filing of the Certification and the dismissal of the Chapter 11 Cases the Buyer is appointed as each Seller's irrevocable attorney-in-fact and the Buyer shall have the unconditional right (i) to endorse, cash and deposit any monies, checks or negotiable instruments received by the Buyer after the Closing Date with respect to Accounts Receivable that are Acquired Assets or accounts receivable relating to work performed by the Buyer after the Closing, as the case may be, made payable or endorsed to such Seller or such Seller's order, for the Buyer's own account in the name of the Debtors or on the Debtors' behalf as if same were retained by the Debtors, (ii) to withdraw all remaining funds from the Debtors' accounts not earlier than six (6) months from the date of dismissal of the Chapter 11 Cases in the name of the Debtors or on the Debtors' behalf as if same were retained by the Debtors, (iii) to collect any deposits, including any utility deposits, or surety bond, including surety bond cash collateral for the Texas and Rhode Island clubs, and letter of credit collateral for the Philadelphia club for the Buyer's own account in the name of the Debtors or on the Debtors' behalf as if same

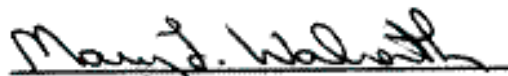
were retained by the Debtors and (iv) to file, prosecute, settle, and/or collect the Committee Avoidance Actions in the name of the Debtors or on the Debtors' behalf as if such Committee Avoidance Actions, were retained by the Debtors.

13. The Debtors are authorized to take any and all steps necessary and appropriate to effectuate the terms of and the relief granted in this Order, in accordance with the Motion.

14. To the extent applicable, Bankruptcy Rules 6004(h) and 6006(d) are waived and this Order shall be effective and enforceable immediately upon entry.

15. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: June 24th, 2021
Wilmington, Delaware


MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
District of Delaware

In re:
YouFit Health Clubs, LLC
L2 Future Capital, LLC
Debtors

Case No. 20-12841-MFW
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0311-1
Date Rcvd: Jun 24, 2021

User: admin
Form ID: pdfodc

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Total Noticed: 58

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
#	Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 26, 2021:

Recip ID	Recipient Name and Address
db	#+ YouFit Health Clubs, LLC, 1350 E Newport Center Dr., Suite 110, Deerfield Beach, FL 33442-7712
aty	+ A. J. Webb, Frost Brown Todd LLC, 3300 Great American Tower, 301 East Fourth Street, Cincinnati, OH 45202-4257
aty	+ Anastasia M. Sotiropoulos, Hooland & Knight, 150 N. Riverside Plaza, Chicago, IL 60606-1598
aty	+ David L. Pollack, Ballard Spahr LLP, 1735 Market Street, 51st Floor, Philadelphia, PA 19103-7599
aty	+ Eric J. Howe, Greenberg Traurig, 90 South Seventh Street, Suite 3500, Minneapolis, MN 55402-4106
aty	+ Gregory M Gartland, Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166-4002
aty	+ Ivan M. Gold, Allen Matkins Leck Gamble Mallory & Nats, Three Embarcadero Center, 12th Floor, San Francisco, CA 94111-4003
aty	+ Ivan M. Gold, Allen Matkins Leck Gamble Mallory Natsis, Three Embarcadero Center, 12th Floor, San Francisco, CA 94111-4003
aty	+ Janice B Grubin, Barclay Damon LLP, 1270 Avenue of the Americas, Suite 501, New York, NY 10020-1702
aty	+ Jason A. Enright, Winstead PC, 500 Winstead Building, 2728 N. Harwood Street, Dallas, TX 75201-1743
aty	+ Joshua H Eggatz, Eggatz Pascucci P.A., 7450 Griffin Road, Suite 230, Davie, FL 33314-4104
aty	+ Joshua M. Spencer, Holland & Knight, 150 N. Riverside Plaza, Chicago, IL 60606-1598
aty	+ Kelly Roberts, Roberts Law PLLC, 2075 Main Street, Suite 23, Sarasota, FL 34237 US 34237-6031
aty	+ Kendal Hardison, Frost Brown Todd LLC, 3300 Great American Tower, 301 East Fourth Street, Cincinnati, OH 45202-4257
aty	+ Mark J Scott, Kelley Drye & Warren LLP, 333 West Wacker Drive, 26th Floor, Chicago, IL 60606-2208
aty	+ Michael T. Leary, Winston & Strawn LLP, 333 South Grand Avenue, 38th Fl, Los Angeles, CA 90071-1543
aty	+ Nancy A. Peterman, Greenberg Traurig, LLP, 77 West Wacker Drive, Suite 3100, Chicago, IL 60601-4904
aty	+ Nicholas E Ballen, Greenberg Traurig, 77 West Wacker Drive, Suite 3100, Chicago, IL 60601-4904
aty	#+ Philip A Weintraub, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178-3099
aty	+ Philip R Rudd, Sacks Tierney P.A., 4250 N. Drinkwater Blvd, 4th Floor, Scottsdale, AZ 85251-3693
aty	+ Phillip W. Nelson, HOLLAND & KNIGHT LLP, 150 N. Riverside Plaza, Suite 2700, Chicago, IL 60606-1571
aty	+ Randy Nussbaum, Sacks Tierney P.A., 4250 N. Drinkwater Blvd., 4th Floor, Scottsdale, AZ 85251-3693
aty	+ Russell R. Johnson, III, Law Firm of Russell R. Johnson III, PLC, 2258 Wheatlands Drive, Manakin-Sabot, VA 23103-2168
cr	+ Agua Caliente Investments III, LLC, c/o Sacks Tierney P.A., Randy Nussbaum, 4250 N. Drinkwater Blvd., 4th Floor Scottsdale, AZ 85251-3987
intp	+ Alexis Rone, 14841 SW 157th Terrace, Miami, FL 33187-5580
cr	+ Arena Shoppes, LLLP, Steven J. Solomon, 333 S.E. 2nd Avenue, Suite 3200, Miami, FL 33131 UNITED STATES 33131-2191
cr	+ Blumin-Highpoint, Ltd, 16990 Dallas Parkway, Suite 112, Dallas, TX 75248, UNITED STATES 75248-1903
cr	+ City of Garland, C/O PERDUE, BRANDON, FIELDER, ET AL, 1919 S Shiloh Rd, Ste 310, LB 40, Garland, TX, TX 75042-8234
cr	City of Philadelphia/School District of Philadelph, City of Philadelphia, Law Department - Tax & Revenue Unit, 1401 J.F.K. Blvd., Rm 580 Philadelphia, PA 19102
intp	+ Commonwealth Of Pennsylvania, Department Of Labor, Atten: Deb Secrest, 651 Boas Street, Room 925, Harrisburg, PA 17121-0751
cr	+ Crowley ISD, c/o Perdue Brandon Fielder et al, 500 East Border Street, Suite 640, Arlington, TX 76010-7457
cr	+ Dallas County, Linebarger Goggan Blair & Sampson,LLP, c/o Elizabeth Weller, 2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr	Denton County, Texas, c/o Tara LeDay, P.O. Box 1269, Round Rock, TX 78680-1269
cr	+ Dwight Peterson, 4236 E.Millbrae Ln, Gilbert, AZ 85234-0136
intp	+ Emily Shirley, 2626 E Park Avenue, Apt. 7107, Tallahassee, FL 32301-0806
intp	Gail Davis, 1500 Palisade Avenue, Apt 9C, Fort Lee, NJ 07024-5318
cr	+ Garland ISD, c/o Perdue Brandon Fielder et al, 1919 S Shiloh Rd, Ste 310, LB 40, Garland, TX 75042-8234
cr	+ Gator Investments, c/o Joseph Lemkin, Esq., Stark & Stark, P.C., P.O. Box 5315, Princeton, NJ 08543-5315
intp	+ George W. Bailey, 2630 E. Beryl Ave., Phoenix, AZ 85028-3736
intp	+ Helene Zebrowski, 8043 Montserrat Place, Wellington, FL 33414-3447
cr	+ Hillsborough County Tax Collector, PO Box 1110, Tampa, FL 33601-1110
intp	+ James Van Heemst, 14624 N. 49th Pl., Scottsdale, AZ 85254-2208

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intp + Jennette Toranzo, 1384 Holly Glen Run, Apopka, FL 32703-6863
 cr + Jose Pacheco, c/o Reger Rizzo & Darnall LLP, 1521 Concord Pike Suite 305, Brandywine Plaza West, Wilmington, DE 19803-3644
 intp + Joseph S. Ruiz, 2201 Beverly Dr., Phoenix, AZ 85022-2912
 cr + Manatee Investments III, LLC, c/o Sacks Tierney P.A., Randy Nussbaum, 4250 N. Drinkwater Blvd., 4th Floor Scottsdale, AZ 85251-3987
 cr + Maricopa County Treasurer, c/o Maricopa County Attorney's Office, 225 W. Madison, Phoenix, AZ 85003-2141
 intp + Michelle Howson, 1000 N.W. 49th Street, Deerfield Beach, FL 33064-1031
 cr + Plano ISD, c/o Perdue Brandon Fielder et al, 1919 S. Shiloh Road, Suite 310, LB 40, Garland, TX 75042-8234
 cr + Richardson ISD, c/o Perdue Brandon Fielder et al, 500 E Border Street, Suite 640, Arlington, TX 76010-7457
 cr + SITE Centers Corp., c/o Barclay Damon LLP, Attn: Kevin M. Newman, Barclay Damon Tower, 125 East Jefferson Street Syracuse, NY 13202-2515
 cr + Simon Property Group, Inc., Attn: Ronald Tucker, Esquire, 225 West Washington Street, Indianapolis, IN 46204-3438
 cr + Tarrant County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N Stemmons Frwy Ste 1000, Dallas, Tx 75207-2328
 cr + United States/USAO, U.S. Attorney's Office, 1007 N. Orange Street, Suite 700, Wilmington, DE 19801-1265
 cr + Washington Prime Group Inc., c/o Ronald E. Gold, Esq., Frost Brown Todd LLC, 3300 Great American Tower, 301 East Fourth Street Cincinnati, OH 45202-4257
 cr + Westwood Plaza, LLC, c/o Brian G. Rich, Esq., Berger Singerman LLP, 313 North Monroe Street, Suite 301 Tallahassee, FL 32301-7643

TOTAL: 56

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: swulfekuhle@broward.org	Jun 24 2021 20:26:00	Broward County, c/o Records, Taxes & Treasury, Attn: Bankruptcy Section, 115 S. Andrews Ave # A-100, Ft. Lauderdale, FL 33301-1888
cr	Email/Text: houston_bankruptcy@LGBS.com	Jun 24 2021 20:27:00	Harris County, et al., Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064

TOTAL: 2

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Pachulski Stang Ziehl & Jones LLP
intp		Carrie Crump
intp		Catherine Crenshaw
intp		Catherine L Martin
intp		Charisse S Solomon
intp		Charles and Diane Rowland
intp		Cindy Rigg
intp		Debra Jacobson
intp		Destiny Woods
fa		Dundon Advisers LLC
intp		Fish Window Cleaning of Tallahassee
intp		Gaston Artois
intp		Jack Bartkovsky
cr		Joanne S. Bailey
intp		Leaner Singleton
intp		Lon Ohlfest
intp		Manatee County Tax Collector
intp		Michael Lolley
intp		Milagros Vega
intp		Norma A. King
intp		Qiana Danner
intp		Rosaline Elliott
intp		Rosita Porras
intp		Sam and Jean Pate
intp		Samantha Smith
intp		Sandra P Clark

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intp Sandra Tuell
intp Steve Tyrrell

TOTAL: 28 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 26, 2021

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on June 24, 2021 at the address(es) listed below:

Name	Email Address
Amanda R. Steele	on behalf of Interested Party CH Realty VII/R Orlando Altamonte L.L.C. steele@rlf.com, rbgroup@rlf.com;ann-jerominski-2390@ecf.pacerpro.com
Arlene L. Coleman	on behalf of Creditor Rhodes-Boone Partners LP acoleman@coleman-dempsey.com
Bradford J. Sandler	on behalf of Creditor Committee Official Committee of Unsecured Creditors bsandler@pszjlaw.com
Brendan Joseph Schlauch	on behalf of Interested Party CH Realty VII/R Orlando Altamonte L.L.C. schlauch@rlf.com, rbgroup@rlf.com;ann-jerominski-2390@ecf.pacerpro.com
Brian Rich	on behalf of Creditor Westwood Plaza LLC brich@bergersingerman.com, rperez@bergersingerman.com;efile@bergersingerman.com;efile@ecf.inforuptcy.com
Brian Rich	on behalf of Creditor Committee Official Committee of Unsecured Creditors brich@bergersingerman.com, rperez@bergersingerman.com;efile@bergersingerman.com;efile@ecf.inforuptcy.com
Brian T. FitzGerald	on behalf of Creditor Hillsborough County Tax Collector fitzgerald@hillsboroughcounty.org, connorsa@hillsboroughcounty.org;stroupj@hillsboroughcounty.org
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Daniel N. Brogan
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